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THE ALL-NEW, ALL-DIFFERENT

X-MEN

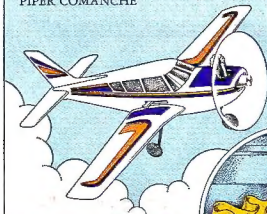


STAY BACK,
MY FELLOW
X-MEN!

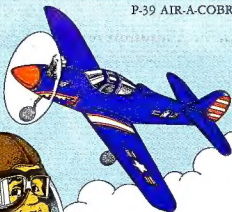
THIS IS ONE
BATTLE THAT
CYCLOPS
MUST FIGHT
ALONE!

CYCLOPS VS. HAVOK--IN A DUEL TO THE DEATH!
MY BROTHER--MY ENEMY!

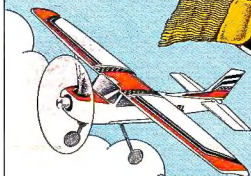
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Stan Lee
PRESENTS:

THE UNCANNY X-MEN!

my BROTHER, my enemy!

THE BARD OF AVON SAID IT BEST:
"TO SLEEP, PERCHANCE TO DREAM..."

"...AYE, THERE'S THE RUB! FOR IN THAT
SLEEP OF DEATH, WHAT DREAMS MAY
COME WHEN WE HAVE SHUFFLED OFF THIS
MORTAL COIL, MUST GIVE US PAUSE..."

AND IF THE
DREAMS OF THE
DEAD MUST GIVE
US PAUSE...

...WHAT THEN OF THE
DREAMS OF THE LIVING?

FOR EXAMPLE,
THE DREAMS OF
CHARLES XAVIER?

NO, PLEASE,
NO--LET ME BE, I
BEG OF YOU--GET
OUT OF MY MIND AND
LET ME BE--!

IN THE NAME
OF ALL THAT'S
HOLY--

--GET OUT
OF MY MIND!!

CHRIS CLAREMONT *
WRITER

DAVE COCKRUM
ARTIST

SAM GRAINGER, INKER
ANNETTE KAYE, LETTERER
DON WARFIELD, COLORIST

MARY WOLFMAN
EDITOR

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BUT THE DREAM DOESN'T HEAR XAVIER'S ANGUISHED, SOUL-TORN CRY... OR, IF IT DOES, IT DOESN'T CARE TO ANSWER.

AND, ONCE AGAIN, CHARLES XAVIER FINDS HIMSELF DRAWN OUT ACROSS THE INFINITE, DRAWN INTO NIGHTMARE...

...DRAWN INTO HELL!

THEN, AS SUDDENLY, AS SILENTLY, AS THE BATTLE BEGAN, IT ENDS...



HE HAS SEEN THIS
BATTLE A HUNDRED
TIMES BEFORE, ON A
HUNDRED SLEEPLESS
NIGHTS--

--TWO MIGHTY STARFLEETS
CREATING THEIR OWN PRIVATE
ARMAGEDDON IN THE
DESOLATE SPACE AROUND
A GIANT BINARY SUN.

AGAIN, HE WATCHES HELPLESSLY AS TEN-METER ENERGY
BEAMS TURN TRICARDIAN STEEL TO PUDDLED SLAG, AS
RUPTURED HULLS VOID PRECIOUS ATMOSPHERE INTO SPACE
AND MEN DIE, QUICKLY, BRUTALLY, MERCILESSLY...

AGAIN, HE FEELS THE TERRIBLE
COLD OF THIS... ALIEN SPACE, THE
TERRIBLE PAIN OF THESE ALIEN
DEATHS...

AND AGAIN, FOR THE HUNDRETH
TIME IN A HUNDRED NIGHTS,
CHARLES XAVIER WONDERS
IF HE ISN'T GOING MAD.

DRAWS HIM CLOSER,
EVER CLOSER...

STRANGE,
THAT SO MUCH DEATH
SHOULD OCCUR IN SO
MUCH SILENCE--SOME-
HOW, IT DOESN'T SEEM
RIGHT.

STILL, ONE
SMALL SCOUT-
CRAFT SURVIVES
THE HOLO-
CAUST...

...SURVIVES TO RUN
AND HIDE AND, PER-
HAPS, LIVE TO
FIGHT ANOTHER DAY...

...AND, AS IT RUNS, IT
DRAWS HIM IN, A MOTH
DRAWN UNWILLINGLY
INTO THE FLAME.

...TANTALIZINGLY
CLOSE...

...AND TRY AS HE MIGHT,
XAVIER CANNOT RESIST--
THE DREAM HAS HIM BODY
AND SOUL, AND IT WILL
RELEASE HIM WHEN IT
WANTS, NOT BEFORE...

WHAT TO SINK YOUR TEETH INTO WHEN YOU'RE HUNGRY AND YOU'RE NOT A WEREWOLF

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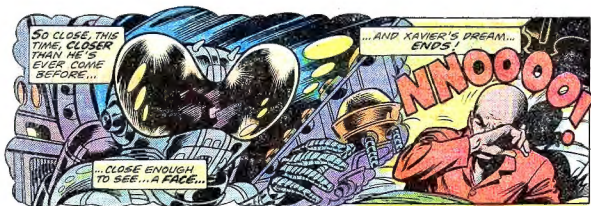
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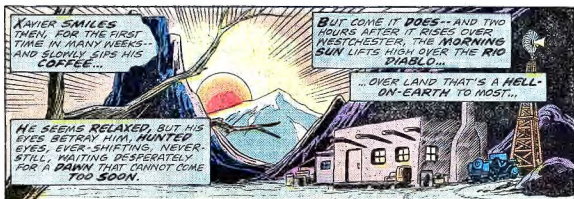
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HE SITS THERE A LONG TIME, THE ECHO OF HIS SCREAM RINGING IN HIS EARS, HIS BODY CLAMMY-COLD WITH SWEAT... HIS MIND IN TURMOIL...





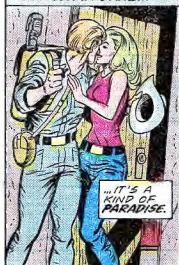
XAVIER SMILES THEN, FOR THE FIRST TIME IN MANY WEEKS-- AND SLOWLY SIPs HIS COFFEE...

BUT COME IT DOES-- AND TWO HOURS AFTER IT RISES OVER WESTCHESTER, THE MORNING SUN LIFTS HIGH OVER THE RIO DIABLO...

...OVER LAND THAT'S A HELL-ON-EARTH TO MOST...

HE SEEMS RELAXED, BUT HIS EYES BETRAY HIM, HUNTED EYES, EVER-SHIFTING, NEVER- STILL, WAITING DESPERATELY FOR A DAWN THAT CANNOT COME TOO SOON.

...AND YET, TO DOCTORAL CANDIDATES ALEX SUMMERS AND LORNA DANE...



...IT'S A KIND OF PARADISE.

SIX MONTHS THEY'VE BEEN HERE, WORKING THE JAGGED DIABLO RANGE-- AND IN THOSE MONTHS, WHAT BEGAN AS FRIENDSHIP HAS BECOME SOMETHING... MORE.



FACE IT, LITTLE LORNA, AFTER ALL THE HASSLES, ALL THE GRIEF, YOU'VE STRUCK GOLD WITH THIS MAN...

...PURE GOLD.

I MEAN, IF THIS ISN'T LOVE, WHO NEEDS THE REAL THING?



WHEN I'M WITH ALEX, I FEEL WHOLE... COMPLETE... FULL FILLED...

...I FEEL LIKE A WOMAN.

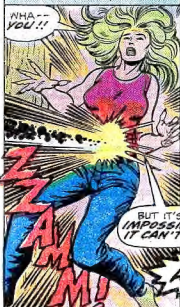


AND THAT FEELS JUST FINE.

WHAT THE--? SOMEONE AT THE DOOR? BUT WHO--? WE'RE THE ONLY PEOPLE FOR MILES.

OKAY, LORNA, PLAY IT COOL-- IF IT'S TROUBLE, YOUR MAGNETIC POWERS CAN HANDLE IT.

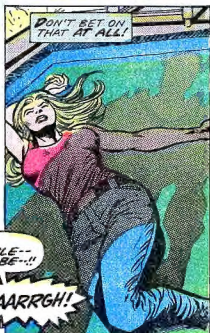
DON'T BET ON THAT, MS. DANE.



WHA-- YOU!!

BUT IT'S IMPOSSIBLE-- IT CAN'T BE--!!

AAARRGH!



DON'T BET ON THAT AT ALL!

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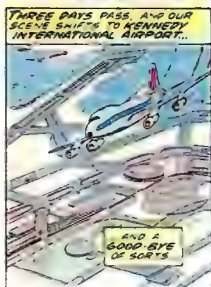
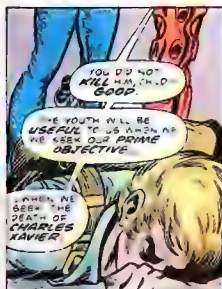
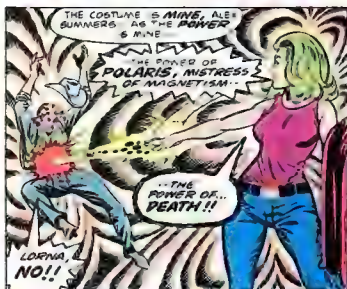
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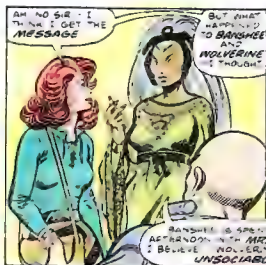
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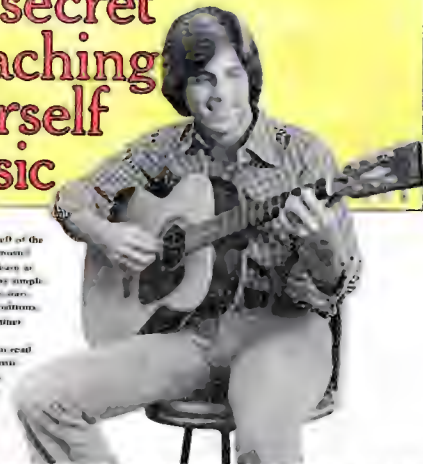
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I have seen and heard a lot of music teachers, and I have seen a lot of music students. I have seen a lot of music teachers who are not good at teaching, and I have seen a lot of music students who are not good at learning. I have seen a lot of music teachers who are not good at teaching, and I have seen a lot of music students who are not good at learning.

There are many reasons why people are not good at teaching or learning. One reason is that they are not good at teaching or learning. Another reason is that they are not good at teaching or learning. A third reason is that they are not good at teaching or learning.

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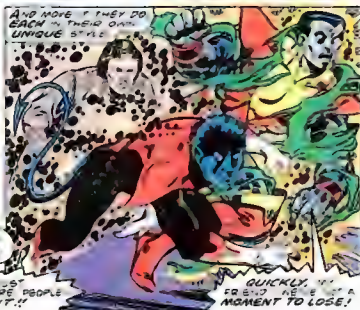
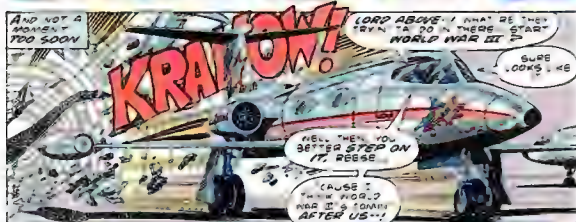
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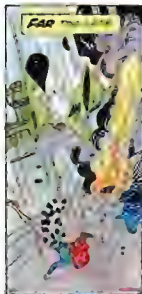
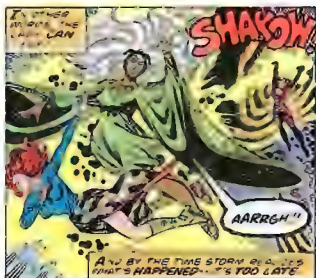
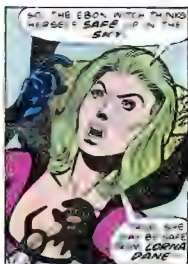
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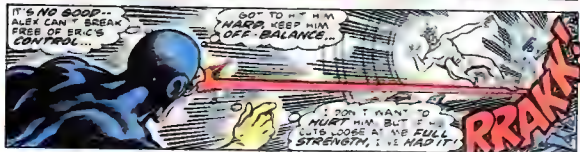






*ANYONE REMEMBER CYKE'S EPIC PORTRAYAL FROM X-MEN #251 E-52? --MARY





Mutant Mail-Box

ADDRESS YOUR LETTERS TO:
THE MARVEL COMICS GROUP, SIXTH FLOOR
350 MADISON AVE.
NEW YORK, N.Y. 10017

Chris, Len, Dave, Sam, Karen, Petra and Mary—congratulate you! "Warhunt" was everything a comic (for that matter, ANY dramatic) story should be. The pace moves rapidly, characterizations are continually improving as the saga of the new X-Men unfolds, the plot works well—a very successful issue.

Artwise, this issue is every bit as good as its predecessors. Gil Kane's X-MEN covers have been really great, and this one was no exception. Dave Cockrum works well with every inker you give him, it seems. It should be interesting to see exactly what inker becomes "permanent" on this strip (if, indeed, any one does). In my humble opinion, the X-MEN is one of Marvel's best magazines—and Dave Cockrum's art is no small factor in that opinion.

Colossus's concern for the other X-Men, and his obvious confidence in his own abilities... Nightcrawler's further demonstration of his fascinating powers and his fast-developing friendship with Cyclops, which has been demonstrated over the past couple issues... the Banshee, in this issue, proves himself to be able to think on his feet and only confirms my thoughts as to seeing the Banshee eventually become Cyclops's second-in-command. The Wolverine was pretty much ignored this go-round, but I have no doubts that he'll eventually get some time in the limelight.

Professor Xavier was obviously distraught by Thunderbird's suicide (you have to call it that—Banshee could have stopped nefaria). He was also pretty sharp with Cyclops on page 27. I'm wondering if Xavier will blame Cyclops for Thunderbird's death—if so, it would be incredibly great story material, and also something of an X-Men first. Prof. Xavier has always been pretty much a sidelight character—he was never shown as having much emotional output, and was trapped pretty much in the role of regulating X-Men activities. I think things are beginning to change.

Whew—sorry to get so long winded, folks. But I think X-MEN is the best new magazine of this year. So, I leave with two questions—

Why did you spell Storm's real name "Ororo" when in GS X-MEN 1-and-only her name is "Ororo"?

Bruce Canwell
Meadows Rd RFD #2
Bowdoin, MA 04008

Whew, ourselves, Bruce—but don't feel bad about being long-winded, it's letters like yours that make all the stresses and strains and hassles and occasional disasters involved in putting out these bi-monthly epics well-worth the effort.

As to Professor X remaining in the background, you'll see as of this issue that that's no longer the case. The good professor is as much a part of the X-Men as any of his students, and we can assure you that whatever minor holocausts come down on their collective heads in days to come, they'll come down on Charles Xavier's head as well. And vice versa. Or something like that, anyway.

But you had to mention "Orro," didn't you? You had to go and do that? You had to go spoil a near-perfect letter. Well, to clear up any nascent controversy, the lady's name is Ororo. Okay? Okay. (Just goes to show that even our Pulse-Pounding Proofreaders are as human as the next guy.)

Dear Marvel,

After reading X-MEN #95 I found myself astounded that such an issue could be assembled. Every aspect of the issue was a masterpiece. First the story by Chris Claremont was great, with snappy dialogue, and just enough action. The Ani-Men are interesting villains and make a good team.

Dave Cockrum's art was beautiful, especially pages 3, 18

and 26. I really like Dave's rendition of Cyclops and the Wolverine, not to mention the fact that I love Nightcrawler's costume.

On the matter of Thunderbird's death, when I first realized Thunderbird was dead I was disappointed and angry, but then something hit me. I remembered that you guys at Marvel strive to put reality into your comics. And then I realized that in real life the good guys don't always come out of everything unhurt or, as is the case with Thunderbird, alive. And now I'm not so angry. Peace People.

Steve Pauwels
41 Clifton Drive
Simsbury, CT 06070

Len & Dave,

After reading GIANT-SIZE X-MEN #1, I was proud to see one of my people, an American Indian—America's First Citizens—become a member. But to my dissatisfaction, in X-MEN #94, you started to oppress him. The story and art were good, but I was angry to see Thunderbird treated harshly.

But the clincher was in X-MEN #95. You killed him. Why was he chosen? Why Thunderbird?

Tom Runningmouth
2523 Kimball Street
Philadelphia, PA 19146

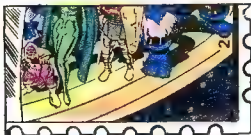
A serious question, Tom; and one which deserves an equally serious answer.

As Steve Pauwels' letter states, we here at Marvel strive to put a semblance of reality into our comic books. And, like it or not, Death—the fact of dying, of being killed—is a part of that reality, just as it is a part of 'real' life. People live, people die; you may not want them to, it may hurt a lot; but they die just the same. Just as, in comics, Captain Stacy died, the Swordsman died, Junior Juniper died. And Thunderbird died. It happens.

Why Thunderbird? Because he was the weakest potential character in the X-Men. He had no powers which weren't duplicated by other members of the team—Colossus, or Nightcrawler, or Wolverine—and, harsh as it sounds, duplicated better. But worst of all, his character—as a character—had nowhere to go. All he was, all he really ever could be, was a wise-cracking, insolent, younger, not-as-interesting copy of Hawkeye the Marksman in the Avengers—and if you have any questions as to the problems Hawkeye's been having as a character, just look at all the roles he's taken in the past ten years. Proudstar deserved a better deal than that, and he could never get it, which is why he had to die. Because, when you think about it, it was better that he die with honor rather than spend the rest of his comic-book life trying to force himself into a persona he wasn't.

We're sorry Thunderbird had to die, too, Tom, but we also think it was for the best.

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Midnight shoot-outs...duels at dawn...
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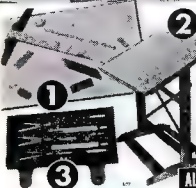
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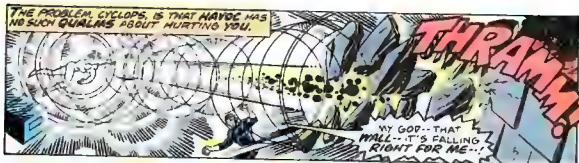
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THE PROBLEM, CYCLOPS, IS THAT HAYDE HAS NO SUCH QUALMS ABOUT HURTING YOU.



MY GOD-- THAT WALL-- IT'S FALLING RIGHT FOR ME--!



SCOTT!

I'M SORRY-- I DIDN'T MEAN TO-- I DIDN'T WANT TO...

DEAR LORD IN HEAVEN, IF I'VE KILLED HIM--!



THANK GOD-- HE'S ALIVE...

HOLD ON, SCOTTY-- I'LL GET YOU OUT OF HERE...

JUST TAKE IT EASY-- YOU'RE GONNA BE ALL RIGHT...



I'M ALL RIGHT NOW, LITTLE BROTHER!

I HATE TO DO THIS, ALEX-- BUT AS THE SAYING GOES-- 'S FOR YOUR OWN GOOD.



ONE FIGHT N' NDS DOWN-- ANOTHER S'-- IT'S INTO HIGH GEAR.

MUTANT-- YOU CAN NOT HOPE TO DEFEAT ME!



PERHAPS NOT-- BUT YOU LL FORGIVE US IF WE TRY

YOU LL TRY NOTHING, ELF!

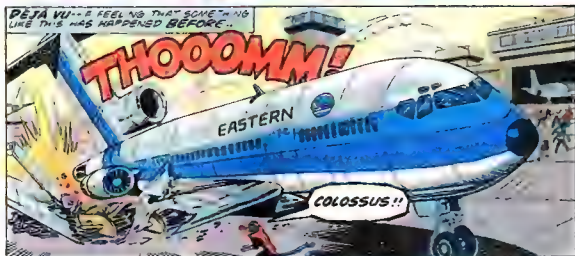
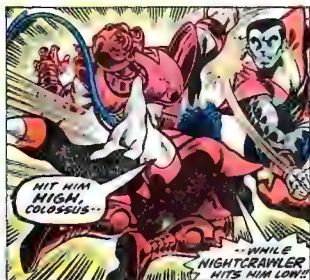


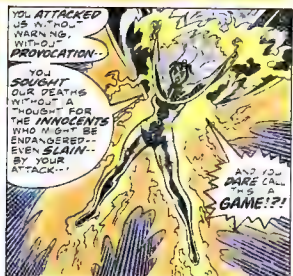
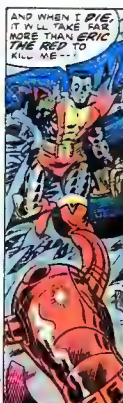
NO-- WHEN YOU'RE SMASHED TO A PULP AGAINST THE STEEL BODY OF YOUR FRIEND!

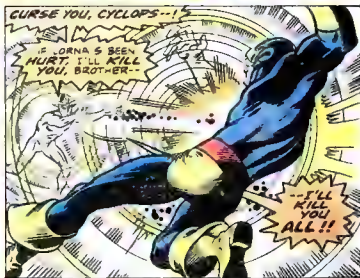
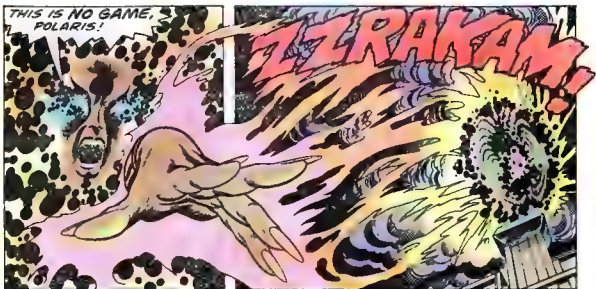


FOR A MOMENT, ALL SEEMS LOST...

THEN, IN THE INSTANT BEFORE IMPACT, THERE'S A CRACK OF FLAME, AND THE GUSTING STENCH OF BRIMSTONE...







A JOVIAL JAMBOREE OF JAUNTY JINGLES AND JESTING JABS JURY-RIGGED TO JETTISON YOUR JIM-JAMS!

STAN LEE'S SOAPBOX

Since the Thanksgiving season is almost upon us, what could be more fitting than a sentimental little sonnet from me to you? (Actually, there are a zillion things that could be more fitting—but since it's my column—I)

"THANKS"

By Henry Wadsworth Lee

I'm thankful for our writers
Whose imaginations never fail,
And I'm thankful for our artists
Who illustrate each tale.
I'm thankful for our letterers
Who print the words we write,
And without our classy colorists
We'd just be black and white.
I'm thankful for our editors
Who put it all together,
And the gang that proofs each
peerless page.
In every kind of weather
I'm thankful for our printers
So dependable and true,
And also for our auditors
Whatever it is they do.
I'm thankful for our sales force
Selling every neighborhood,
And I thank our competition
For making us look good.
Now here's to all of Marveldom
I can't thank you enough,
Yep, you're the ones I thank the most
For reading all this stuff!

Excelsior!

Stan

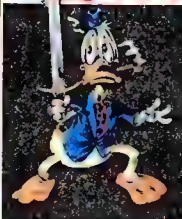
ITEM! We've got a crazy kaboodle of bombastic bombshells to lay on ya this time around, so let's get rolling right along, shall we?

ITEM! There's nothing better to brighten up a slow and sultry summer day than a friendly game of sock-it-to-em softball—and it's so much the better if Mighty Marvel comes out as the wondrous winner! On a tumultuous Tuesday a week or so back Marvel-time (that's July in the real world) your Batty Bulpen broke its all-too-long losing streak by defeating, demolishing, and otherwise destroying the rollickin' representatives of ESQUIRE. We're not saying it was all that difficult, but without the humble help of a certain bashful blue-eyed Benjamin Grimm, we never would have done it!

ITEM! In a move daringly designed to direct your undivided attention to our pulsatin' PREMIERE and sensational SPOTLIGHT mags, we proudly present the two current features in each of these titanic titles! In MARVEL PREMIERE #28, the long-awaited, long-demanded "Legion of Monsters!" makes its devastating debut! Not to be confused with the our former black-and-white mag with the

same name, this fearsome feature is a special once-in-a-lifetime-team-up of Man-Thing, Ghost Rider, Werewolf (By Night) and Morbius, The Living Vampire! And if that isn't enough to conjure with, MARVEL SPOTLIGHT #28 will be presenting an astounding adventure of that Aquarian Defender—the stupendous, savage Sub-Mariner! What's coming up after these frantic features—? Well, that would be telling! So stay tuned, keep alert, and keep reading! We'll spill the information somewhere. You know how modest we are!

HOWARD THE DUCK



ITEM! And speaking of artistic triumphs, have you picked up the pulse-pounding premiere issue of HOWARD THE DUCK yet? If you've seen any of his solo sages in the back of GIANT-SIZE MAN-THING, you won't want to miss it! Frank Brunner, Tom Palmer and Steve Gerber have worked themselves to the proverbial bone to produce what must be the strangest team-up the Marvel Universe has ever seen. Don't miss the fabulous first encounter of Howard and... Spider-Man? And while we're on the topic of frantic firsts, don't miss the two more of our latest and greatest efforts—BLACK GOLIATH and OMEGA THE UNKNOWN. You've never met OMEGA before, but all POWER MAN fans must certainly remember our twenty-foot tall titan who appeared in issue #24 and 25 of Luke Cage's mag! After all, it was you who demanded that we give him his own title. True Believer. Your wish is our command! And don't forget—even though STRANGE TALES is now devoted to representing the best of the early Doctor Strange classics, WARLOCK's still soaring! In fact, he's moved into his own merely magnificent mag while Jim Starlin, jester of all trades, continues working on a top secret project which he

plans springing on the Bulpen towards the end of the year. We'll let you know the details as soon as we find out, but while you're waiting, be sure to pick up that titanic triumvirate premiere package—HOWARD THE DUCK, OMEGA THE UNKNOWN, and BLACK GOLIATH! They're sure to make comic book history!

ITEM! Who says comic book writers can only write comic books? Not ARCHIE GOODWIN nor STEVE ENGLEHART, whose novelette-length prose pieces will be appearing in Pyramid Books' two-volume paperback anthology, WEIRD HEROES!


ITEM! Have ya glommed the latest PAUL McCARTNEY AND WINGS album, "Venus and Mars," yet? If not, there's a cut ya just gotta hear! It's called "Magnet and the Titanium Man," and if that's not enough to start the Bulpen blushing bright red, we don't know what is!

ITEM! Seems that everyone agrees that Marvel's still the greatest, 'cause the winners have just been announced in the annual SHAZAM awards, and the blushin' Bulpen walked away with so many of 'em that we needed a truck to get back to the office. The winners in all categories are: **DRAMATIC DIVISION** Best Writer: ARCHIE GOODWIN; Best Penciller: JOHN BUSCEMA, Best Inker: DICK GIORDANO, Best Letterer: JOHN COSTANZA, Best Colorist: TATJANA WOOD; **Superior Achievement by an Individual:** ROY THOMAS, Best Continuing Feature: CONAN, Best Individual Story: "Gutter-dammerung", Best Individual Short Story: "Cathedral Perilous", Outstanding New Talent: CRAIG RUSSELL. **HUMOR DIVISION** Best Writer: STEVE SKEATES, Best Penciller: MARIE SEVERIN, Best Inker: RALPH REESE, Best Story: "Kaspar the Dead Baby", and, the Hall of Fame Award: JACK KIRBY. Congrats to all the winners!

OMEGA



SPIDER-MAN AND THE KIDNAP CAPER



YOU'VE KIDNAPPED MY AUNT MAY? WHAT FOR? SHE NEVER HURT ANYONE!

FOR \$50,000 THAT'S WHAT I GOT US THE LAUGH OR I'LL NEVER SEE YOUR AUNT AGAIN.

THAT'S A LIE IN TIME TO CATCH THE PHONE.

MAYBE SOME CLUE IN AUNT MAY'S WRECKABOUTS.

HEY, LOOK! THERE'S A GENTLEMAN!

I COULDN'T RAISE THE RANGING BUT I'VE GOT SOME THINGS IN THIS CASE THE KIDNAPERS WILL LOVE BY THE TIME THEY FIND OUT I'VE TRICKED THEM, AUNT MAY WILL BE MILES AWAY FROM HERE!

WE ALL WERE STIFF, BE THAT WE'S HERE WITH THE NUMBER IN THE NEXT AND ANYONE DOING \$50,000 FOR A LAUGH?



YOU GENTLEMEN WILL FIND SOME THINGS YOU WANT IN THERE ARE.

MEANWHILE AUNT MAY AND I WILL TRY TO FIND OUT.

WELL, BY THE WAY, THE GOLDEN SPIDER AND ALL THE OTHERS ARE READY TO GO. WE'VE GOT A REAL GOOD IDEA TO GO TO SOME.

AND THEN SPIDER-MAN AND I'LL GO AND HAVE THE KIDNAPERS. TWINKIES.

THAT MEANS SPIDER-MAN HAS A GREAT SENSE OF HUMOR AS WELL AS MAY NO PROBLEM.

Twinkies

Hostess

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THERE IS FEAR IN ALBY SUMMERS' EYES-- AND A NEED-- THAT CLAWS DEEP IN TO HIS HEART AND GOADS HIM TO STRIKE OUT AGAINST HIS BROTHER AND HIS FRIENDS...



SUCH A SIMPLE THING, REALLY.

HE LOVES LORNA DANE AND FOR THAT LOVE, HE WOULD CHEAT, STEAL, EVEN KILL.

AND IN A FEW MINUTES HE MIGHT GET A CHANCE TO DO JUST THAT



REINFORCEMENTS...

HE'S JUST HAVE SUMMONED THEM WITH HIS SURGED MENTAL POWERS.

HAVOC, POLARIS-- TO ME MY CHILDREN-- QUICKLY!



THE DAY HAS TURNED AGAINST US-- AND ONLY A FOOL STANDS TO FIGHT AGAINST HOPE-- LESS ODDS--

--AND ERIC THE RED IS ANYTHING BUT A FOOL



HAVOC STOP!



STOP OR I'LL FIRE!!

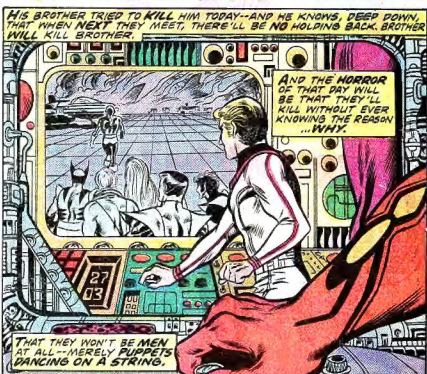
I MEAN... CUT YOU DOWN... CUT YOU DOWN...

DO WHAT, CYCLOPS? KILL YOUR OWN BROTHER--?



WHAT'RE YA DOIN', BOSS MAN-- YOU GOTTA CLEAR SHOT AT 'EM--

BLAST 'EM, HAY-- GETTIN' AWAY-- BLAST 'EM!!



NEXT
ISSUE: **THE SENTINELS RETURN!**

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Please send me _____ bottle(s) of the New SPIDER-MAN VITAMINS for kids, as checked below. I am enclosing money order or check (no cash) in the amount of \$_____. (HUDSON will pay for postage and handling.) Also, please send me the New SPIDER-MAN LEAPING POSTER free with this order.

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NOW \$2.48 NOW \$3.59

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